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June 16, 2003

T.R.A. DOCKET ROOM

VIA HAND DELIVERY

Honorable Sara Kyle, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Application of ACN Communication Services, Inc.
for Authority to Provide Facilities-Based Local Exchange
Telecommunications Services

Dear Chairman Kyle:

03-00392

ACN Communication Services, Inc. ("ACN" or "Applicant") hereby submits the enclosed Application for a Certificate of Convenience and Necessity. The Applicant is currently authorized to operate as a long distance reseller in Tennessee and now seeks authority to provide facilities-based local exchange telecommunications services. A \$20,000 bond is presently on file with the TRA.

An original and fourteen (14) copies of the Application are provided. Filed under separate cover are Exhibits F-1, F-2 and F-3 to the Application, which contain proprietary information. Because this information is highly confidential, ACN requests that the Tennessee Regulatory Authority not disclose these Exhibits to the public or to any of the Applicant's competitors.

Also enclosed is a check in the amount of \$25.00 for filing fees. Notice of this filing has been served on interested parties.

Please date-stamp one copy and return it to the undersigned. If you have questions regarding this matter, or if you require additional information, please give me a call at 252-2302.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:

April A. Ingram

AAI/aai

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6/16/2003

LAW OFFICES
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June 16, 2003
Page 2

cc: Monique Byrnes, TMI

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of)
ACN Communication Services, Inc.)
For a Certificate to Provide Competing)
Local Exchange Telecommunications Services)

TRA Docket No.: _____

**APPLICATION FOR AMENDED AUTHORITY TO PROVIDE FACILITIES-BASED LOCAL
EXCHANGE TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), ACN Communication Services, Inc. ("ACN" or "Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant ACN authority to provide facilities-based local exchange telecommunications services, including exchange access telecommunications services, within the State of Tennessee.

In support of its Application, ACN submits the following:

I. Administrative Requirements

A. ACN is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services.

B. Corporate name of service provider:

ACN Communication Services, Inc.

C. Corporate address of service provider:

32991 Hamilton Court
Farmington Hills, Michigan 48333
Telephone: 248-699-4000
Facsimile: 248-489-5917
Toll Free: 888-226-9013

All correspondence, notices, inquiries, and other communications regarding this Petition should be addressed to:

Monique Byrnes, Consultant
Technologies Management, Inc.
210 N. Park Avenue
Winter Park, Florida 32789
Telephone: 407-740-8575
Facsimile: 407-740-0613

Contact name and address at the Company is:

Lisa Lezotte, Legal Affairs Manager
ACN Communication Services, Inc.
32991 Hamilton Court
Farmington Hills, Michigan 48333
Telephone: 248-699-3314
Facsimile: 248-489-5917

D. Organizational chart of corporate structure:

See Exhibit A

I. Administrative Requirements: (Cont'd.)

E. Corporate Principal Officers (names and address):

The names and address of the Applicant's corporate officers are listed in Exhibit B of this Application.

F. Principal Officers in Tennessee (names and address if different from corporate):

The Company does not have any employees in the State of Tennessee. Company operations will be managed centrally at the Farmington Hills, Michigan headquarters location.

G. Copy of Articles of Incorporation

ACN's Articles of Incorporation are provided in Exhibit C of this Application.

H. Copy of license to do business in the state of Tennessee.

Please see Exhibit D.

II. Managerial Requirements:

Data regarding key management staff:

ACN is managerially qualified to provide facilities-based local exchange services within the State of Tennessee. ACN has an excellent senior management team, backed by experienced employees, who are competent in telephony engineering, operations and marketing. Attached hereto as Exhibit E is a list of names and biographies of the senior management team of ACN.

III. Technical Requirements:

A. Proposed network data:

1. Geographic area coverage: ACN intends to offer service throughout areas currently served by BellSouth.
2. The Company does not intend to deploy switches, but rather will offer service based on an Unbundled Network Element Platform.
3. ACN is not planning to build any facilities in Tennessee. The Company will lease lines, switches and interconnection (including the recombination of these elements into a complete service) from BellSouth.
4. The Company does not intend to deploy equipment in Tennessee.
5. ACN proposes to provide resold and facilities-based local exchange service via UNE-P (Unbundled Network Element Platform). Applicant's local traffic will be routed entirely over the networks of the underlying incumbent LEC.

III. Technical Requirements: (Cont'd.)

A. Proposed network data: (Cont'd.)

ACN shall, either directly or through arrangements with its underlying carrier provide the following services: 1) access to 911 and E911 emergency service; 2) white page directory listings and directory assistance; 3) consumer access to and support for the Tennessee Relay Center in the same manner as the incumbent local exchange telephone companies; 4) free blocking service for 900/976 pay per call services in accordance with TRA policy; 5) Lifeline and Link-up services to qualifying citizens of the state; 6) educational discounts in existence as of June 6, 1995 TRA Rule 1220-4-8-.04.

B. Since all elements of the network, including lines, switches and interconnection are to be provided by BellSouth, ACN will rely on the engineers of BellSouth to construct and maintain its network services.

C. There are no special CPE requirements that would not be compatible with an incumbent carrier. Since all elements of the network are to be provided by BellSouth, all elements and CPE, if any, will be compatible with the BellSouth network.

D. Repair and Maintenance:

1. ACN understands the importance of effective customer service for local service consumers. ACN has a toll free customer service telephone number that is available with live operator response Monday through Friday 8am-9pm EST and Saturday 8am-6pm.
2. The toll free telephone number for customer inquiries, complaints and repair for ACN is 888-226-9013. In addition, customers may contact the Company in writing at the headquarters address or via email to: lbeck@acninc.com. Customer service is available Monday through Friday 8am-9pm EST and Saturday 8am-6pm.
3. The contact for resolution of customer complaints with the TRA is:

Lance Beck, Customer Service
ACN Communication Services, Inc.
Vice President - Call Center Operations
411 Third Street
Gwinn, Michigan 49841
Telephone: 906-227-7402
Facsimile: 906-346-5756
Email: lbeck@acninc.com

III. Technical Requirements: (Cont'd.)

D. Repair and Maintenance: (Cont'd.)

4. The contact person responsible for and knowledgeable about the Company's operations is:

Lisa Lezotte, Leal Affairs Manager
ACN Communication Services, Inc.
32991 Hamilton Court
Farmington Hills, Michigan 48333
Telephone: 248-699-3314
Facsimile: 248-489-5917
Email: llezotte@acninc.com

IV. Financial Requirements:

- A.** Estimated cost of network, switches, and unbundled network elements (UNEs):

ACN is not proposing to build a network or to deploy switches, but will utilize network and switching provided by BellSouth. UNEs will be provisioned according to the interconnection agreement between BellSouth and ACN.

- B.** Most recent audited financial statements (including Balance Sheet, Income Statement and Statement of Cash Flows):

ACN possesses the financial qualifications required of applicants requesting expanded authority to provide local exchange service on a facilities-basis. Applicant has access to the financing and capital necessary to provide facilities-based local exchange services throughout the State of Tennessee. In support of this Application, most current financial statements, which are being filed as Confidential, are provided as Exhibit F-1.

- C.** Projected financial statements (3 years):

Projected financial statements, which are being filed as Confidential, are provided as Exhibit F-2.

IV. Financial Requirements: (Cont'd.)

D. Capital Expenditures Budget (3 years):

Not applicable. No construction is to be undertaken by ACN. The costs of Tennessee operations will consist of leasing UNE-P and additional administrative and sales overhead. ACN is already operating as an interexchange carrier in Tennessee in Docket No. 00-00043, and is operating as a facilities-based local exchange service provider in several states. The incremental administrative and sales costs are not projected to be significant for the Company. No new funds or capital will be required to expand the Company's services in Tennessee.

E. Reciprocal Compensation for terminating ISP traffic:

Not Applicable.

F. Bond requirement:

The Company has been providing long distance service within the State of Tennessee and currently has a bond on file.

V. Small and Minority-Owned Telecommunications Business Participation Plan:

Please see Exhibit G.

VI. TRA Rules for Local Telecommunications Providers:

The Company provides evidence with this application that notice of the application has been served on the eighteen (18) incumbent local exchange companies in Tennessee. Please see Exhibit H.

VII. Toll Dialing Parity Plan for Applicant's Providing Voice Grade Service:

Please see Exhibit I.

VIII. Numbering Issues:

1. **What is your company's expected demand for NXXs per NPA within a year of approval of your application?**
None.
2. **How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?**
None. As a UNE-P provider all orders will be provided through BellSouth.
3. **When and in what NPA do you expect to establish your service footprint?**
The Company intends to offer service in territory currently served by BellSouth.
4. **Will the company sequentially assign telephone numbers within NXXs?**
Not Applicable.
5. **What measures does the company intend to take to conserve Tennessee numbering resources?**
The Company will comply with resource conservation measures as per BellSouth procedures.
6. **When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?**
Not Applicable.

IX. Tennessee Specific Operational Issues:

1. **How does the company intend to comply with TCA '65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.**

Initially ACN plans to mirror or offer the calling areas of BellSouth. To the extent that BellSouth provides countywide calling, ACN will as well.

2. **Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?**

Yes, the Company is aware of the database and the procedures involved.

3. **Is you company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?**

Yes. The Company is aware of all local calling areas provided by the Incumbent Local Exchange Carriers within Tennessee.

4. **Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.**

The Company will mirror the local calling areas of the ILEC.

5. **Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA in resolving customer complaints.**

Lance Beck, Customer Service
ACN Communication Services, Inc.
Vice President - Call Center Operations
411 Third Street
Gwinn, Michigan 49841
Telephone: 906-227-7402
Facsimile: 906-346-5756
Email: lbeck@acninc.com

6. **Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA '65-4-401 et seq. and Chapter 1220-4-11?**

Applicant will utilize its existing agent network as the primary marketing force. The Company is currently evaluating telemarketing and the Internet as additional sales channels and is aware of the state's regulations.

X. Miscellaneous:

- A.** Sworn pre-filed testimony is provided in Exhibit J.
- B.** Upon certification and prior to commencing service, ACN will file a proposed tariff for its end user local exchange offerings (containing rates along with terms, and conditions of service) with the Commission for its review.
- C.** Status of ACN in other states:
- Applicant is authorized to provide resold long distance telecommunications service in all states except Alaska. Applicant has authority to provide local telecommunications services in California, Florida, Georgia, Maryland, Michigan, New York, North Carolina, Ohio, Pennsylvania and Texas. The Company has local applications pending in Arizona, Illinois, Missouri, Washington DC and Utah.
- D.** ACN is not currently involved in any mergers or acquisitions. The Company is a wholly owned subsidiary of American Communications Network, Inc.
- E.** ACN currently has a bond for \$20,000 on file with the TRA. The bond was posted for the Company's intrastate toll resale service.
- F.** Complaints filed with state and federal regulatory agencies:
- Please see Exhibit K.
- G.** Proposed Service Area:
- ACN proposes to offer its services throughout the State of Tennessee in areas currently served by BellSouth which are designated open to competition. Currently, the Company does not intend to offer service in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines. ACN will mirror the local calling areas of the incumbent local exchange companies, as required by this Commission, until the Commission.
- H.** The Company will provide a Wireline Activity Report to the TRA on a monthly basis once the Company begins operations in the state.

Notes:

- A.** With entry into the local exchange communications markets in Tennessee come basic obligation and responsibilities to serve the public interest. Therefore, all Competing Telecommunications Service Providers providing basic local exchange telephone service or its equivalent shall either directly or through arrangements with other carriers or companies: **1)** Provide access to 911 and E911 emergency service; **2)** Provide white page directory listings and directory assistance; **3)** Provide consumer access to and support for the Tennessee Relay Center in the same manner as incumbent local exchange telephone companies; **4)** Provide free blocking service for 900, 976 type services in accordance with TRA policy; **5)** Provide Lifeline and Link-up services to qualifying citizens of this state; **6)** Provide educational discounts in existence as of June 6, 1995 TRA Rule 1220-4-8-.04.
- B.** If any of the information is not available or cannot be provided, please provide an explanation. Identify any information being replaced for the requested information.
- C.** Applicant must state intent to comply with TCA §65-4-201.
- D.** After public notice and hearing, the TRA shall grant a certificate of convenience and necessity to a Competing Local Telecommunications Service Provider if after examining the evidence presented, the TRA finds: **1)** the applicant possesses sufficient managerial, financial and technical abilities to provide the applied for services; **2)** The applicant has demonstrated that it will adhere to all applicable TRA policies, rules and orders. TRA Rule 1220-4-8-04.
- E.** Certificates awarded to Competing Local Telecommunications Service Providers shall designate those incumbent local exchange companies, which serve those areas in which the competing provider intends to operate. If the competing provider wishes to expand into areas served by other incumbent providers, the competing provider must file a petition to modify the certificate. The Commission shall act upon that petition within sixty (60) days of filing. TRA Rule 1220-4-8-.04.
- F.** A Wireline Activity Report should be submitted to the TRA on a monthly basis for approved applicants once service commences. This provides the TRA with information regarding the status of local telephone competition in Tennessee.

XI. Public Interest:

Grant of ACN's Application to provide facilities-based local exchange services is in the public interest and serves the public convenience and necessity. In enacting the Federal Telecommunications Act of 1996, the United States Congress determined that it is in the public interest to promote competition in the provision of telecommunications services, including local exchange services. Experience with competition in other telecommunications markets, such as long distance, competitive access, and customer premises equipment, demonstrates the benefits that competition can bring to consumers. Consumers are enjoying increased services, lower prices, higher quality, and greater reliability. This is true not only with respect to the service offerings of the new entrants, but also as a result of the response of incumbent monopoly providers to the introduction of competition.

Most competition in the local exchange market has been for business customers. ACN plans to also bring the benefits of competition to Tennessee's residential consumers. ACN's proposed services will provide multiple public benefits by increasing the competitive choices available to users in Tennessee. Enhanced competition in telecommunications services likely will further stimulate economic development in Tennessee. In addition, increased competition will create incentives for all carriers to offer lower prices, more innovative services, and more responsive customer service.

XII. Statement of Compliance:

ACN agrees to abide by TCA §65-4-201 and all applicable state statutes and all applicable Orders, Rules and Regulations entered and adopted by the Tennessee Regulatory Authority.

WHEREFORE, ACN Communication Services, Inc. respectfully requests that the Commission enter an Order granting ACN's Application for a Certificate to Provide Competing Local Telecommunications Services throughout the State of Tennessee.

Respectfully submitted,

Counsel for ACN Communication Services, Inc.



April Ingram
Boult Cummings, Conners & Berry PLC
Union Street, Suite 1600
Nashville, TN 37219
(615) 244-2582

TN Bar # 18052

VERIFICATION

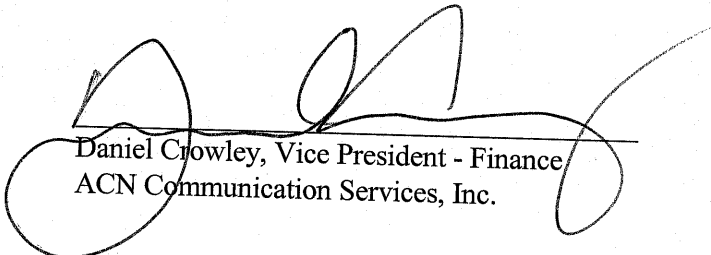
STATE OF MICHIGAN

COUNTY OF

Wayne

)
) : ss
)

I, Daniel Crowley, hereby declare under penalty of perjury, that I am Vice President - Finance of ACN Communication Services, Inc., the Petitioner in this proceeding; that I am authorized to make this verification on behalf of ACN Communication Services, Inc.; that I have read the foregoing Petition and exhibits; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.


Daniel Crowley, Vice President - Finance
ACN Communication Services, Inc.

Subscribed and sworn to before me this 28 day of May 2003.

J. M. Lapeere
Notary Public

Exhibits

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Exhibit A

Corporate Structure

ACN Corporate Structure

February 15, 2002

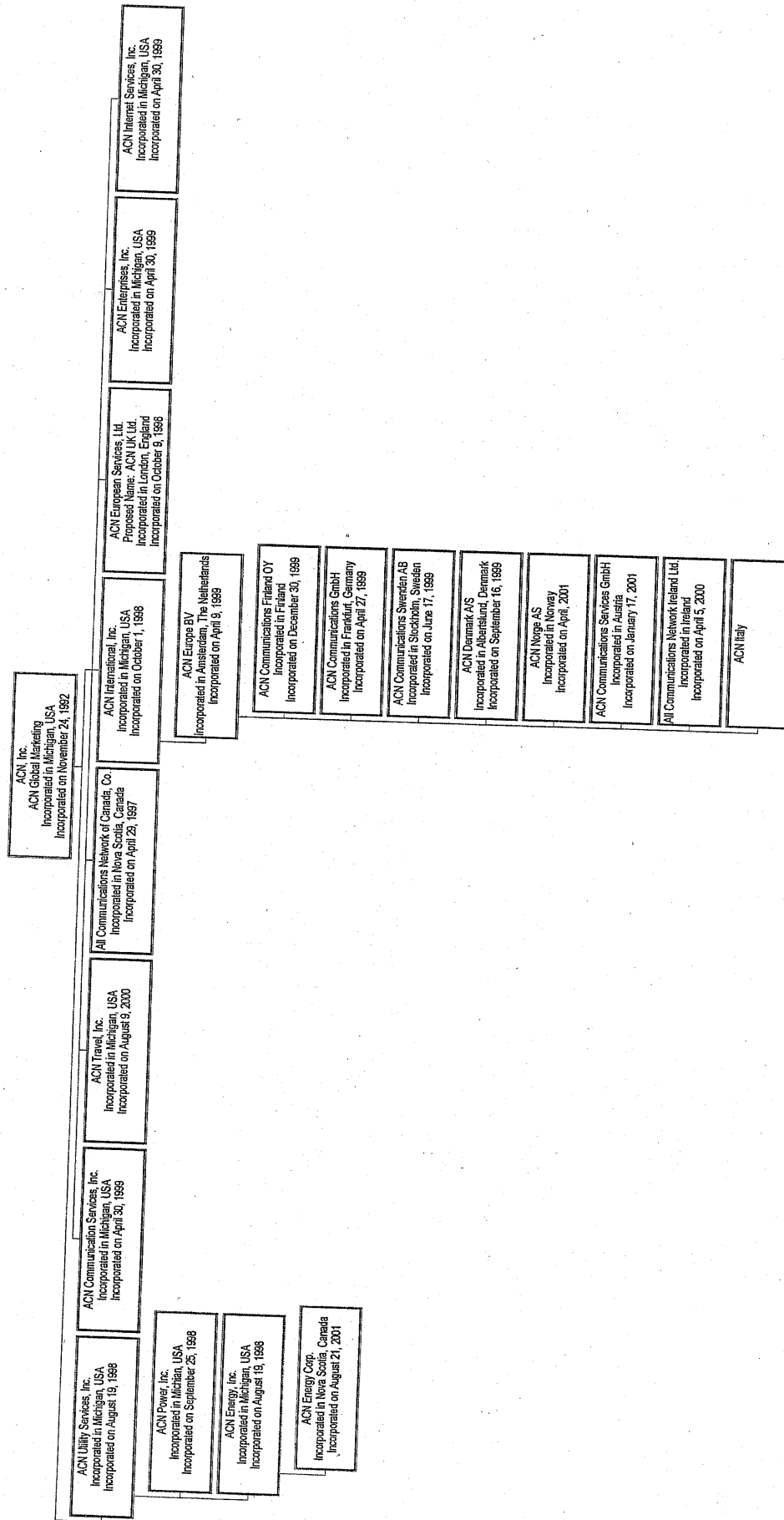


Exhibit B

Corporate Officers and Directors

**ACN Communication Services, Inc.
Officers and Directors**

The following individuals serve as officers and directors of ACN and can be reached at the Company's corporate headquarters at 32991 Hamilton Court, Farmington Hills, Michigan 48334.

Officers

Jeff Swenson, President
Dan Crowley, Vice President of Finance
Jim Mulcahy, Secretary & Treasurer

Directors

Jim Mulcahy
David Stevanovski
Charles "Chip" Barker

Exhibit C

Articles of Incorporation

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received

(FOR BUREAU USE ONLY)

FILED

APR 30 1999

Name

David L. Steinberg, P.C.

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

Address

1760 South Telegraph Road, Suite 300

City

Bloomfield Hills, MI

State

Zip Code

48302

04/26/1999 CSBKELD
Trans 01340917

RCN

00013724
Total \$60.00

Cops Org & Filing & LLC art

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations
(Please read information and instructions on the last page)

105-21A

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

ACN Communication Services, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 60,000

Preferred Shares -0-

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The address of the registered office is:

32991 Hamilton Court, Farmington Hills, Michigan 48334
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: David L. Steinberg, Esq.

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

David L. Steinberg

1760 S. Telegraph Rd., Ste. 300

Bloomfield Hills, MI 48302

ARTICLE VI (Optional. Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII (Optional. Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

VIII
ARTICLE IV

All stock shall be deemed Section 1244 stock pursuant to the IRS Code as amended.

I, (We), the incorporator(s) sign my (our) name(s) this 23 day of April, 1999.

David L. Steinberg

DAVID L. STEINBERG

Exhibit D

Tennessee Authority

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

ACN COMMUNICATION SERVICES, INC.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is ACN COMMUNICATION SERVICES, INC.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Michigan

3. The date of its incorporation is April 30, 1999 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

32991 Hamilton Court, Farmington Hills, Michigan 48334

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (including the county and the zip code) of its registered office in this state is _____

C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox

Street	City/State	County	Zip Code
--------	------------	--------	----------

The name of its registered agent at that office is _____

C T Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Greg Provenzano, 11515 Vanstory Drive Ste 140, Huntersville, North Carolina

28078, President
Jayne Diorka, 32991 Hamilton Court, Farmington Hills, Michigan 48334, Secretary
and Treasurer

Exhibit E

Management Profiles

ACN Communication Services, Inc.

Management Profiles

Charles Barker - Chief Executive Officer - North America

Charles Barker is the Chief Executive Officer - North America for ACN has over 17 years of telecommunications experience. Prior to joining ACN he was Chief Financial Officer of Global Carrier Services for Global Crossing where, among other responsibilities, he oversaw strategic and product development analysis, customer provisioning and negotiations, billing and forecasting. Mr. Barker also held the position of Chief Financial Officer for North America Carrier Services with the Frontier Corporation and also served as Corporate Controller for Frontier. He worked for eleven years with PriceWaterhouseCoopers LLP where his primary assignment was the Frontier Corporation audit. Mr. Barker has a bachelor's degree in accounting from Clemson University and is a Certified Public Accountant.

James F. Mulcahy - Secretary

James F. Mulcahy is the Secretary and Chief Operating Officer - Europe for ACN and has more than 20 years experience in corporate finance, including specific expertise in general accounting, credit and collection operations, financial reporting, budgeting and planning. Prior to joining ACN, he was Vice President International Carrier Finance for Global Crossing where he was responsible for the organization of credit and collection. From 1994 until 2000 Mr. Mulcahy worked for Frontier Corporation in various positions including Managing Director UK, Vice President Finance, Vice President Corporate Operations and Vice President Finance and CFO - FCI Long Distance. Prior to Frontier he held various executive level positions with the Dun & Bradstreet Corporation. Mr. Mulcahy has a BBA. in Accounting and an MBA in Finance from Pace University.

Lance Beck - Vice President of Call Center Operations

Lance Beck brings over 11 years of customer service and call center operational experience to the ACN team. After graduating from Hendrix College in Conway, Arkansas with a B.A. in International Relations, Lance worked for MCI Telecommunications progressing from front-line support of Spanish-speaking customers to managing training development and implementation for MCI's Consumer Markets. Upon leaving MCI, Lance joined Excel Telecommunications as the Manager of Training and Development where he developed the Customer Service strategy and training to support it. In addition, he was significantly involved in the establishment of two new call centers and promoting the benefits of multi-site operations. Expanding his experience, Lance joined WinStar Communications as a Call Center Manager obtaining first hand call center knowledge and applying many years of training experience. At GTE Communications, Lance was a Project Manager for Strategic Markets successfully seeing multiple projects launch on time and within budget.

Lance moved directly back into the call center environment when he joined IntelSolve, a consulting company, and was immediately placed with ACN to assist in developing a service strategy to support ACN's long distance reseller initiative. Drawing upon previous site selection experience and the establishment of a new operation, Lance led the initiative to successfully develop the Marquette operation. Lance joined ACN in January of 2000 as Director of Call Center Operations and currently holds the position of V.P. of Call Center Operations of N.A.

ACN Communication Services, Inc.

Management Profiles

Dan Crowley - Vice President, Finance

Dan Crowley is the Vice President, Finance, North America for ACN, Inc., a telecommunications reseller based in Farmington Hills, MI. In this role, Dan is responsible for all financial operations of this \$100 Million division, including accounting, finance, credit & collections and corporate tax. Before joining ACN in August 2002, Dan provided strategic advisory services to companies in the CLEC and ISP markets. Dan helped launch Carrier Trust Company, which focused on financing alternatives for carriers and he also completing work on the Excite@Home reorganization and transitional strategy plan.

Dan left IQ Labs, Inc. in November of 2001, where he was the Vice President of business and product development. IQ Labs makes enterprise software that automates the provisioning process for enterprise communications equipment. In this role, Dan built the strategic plan that helped the company secure \$12 Million in venture funding. He also successfully re-crafted the company's product strategy to align it with enterprise customer's needs.

Prior to joining IQ Labs in July of 2000, Dan held various business and product development positions for Qwest Communications (formerly U S WEST) in the !NTERPRISE Networking Data business. !NTERPRISE was created by U S WEST in 1992 to address the advanced data and network integration needs of customers in its 14 Western and Midwestern states. As Director of product development, Dan led the team that conceived and launched the company's E-Commerce offerings. Previously, he was Director of business development for !NTERPRISE where he directed partnering and investment activity in the Internet and broadband sectors. Dan began his career at U S WEST in 1997 as Director of business development for U S WEST Long Distance, and moved to !NTERPRISE in 1998.

Before joining U S WEST, Dan was a member of the corporate development team at Frontier Corporation, in Rochester, New York, which merged with Global Crossing in 1998. While there, Dan helped complete seven acquisitions valued at over \$2 Billion. He also contributed to the groundbreaking Open Market Plan, which opened the local telephone markets of Frontier to competition. The Open Market Plan eventually served as a major blueprint for the Telecommunications Act of 1996, which sought to introduce local telephony competition across the country. Dan joined Frontier in 1994 after holding various positions with The Chase Manhattan Bank in corporate finance.

Dan graduated with a Bachelor of Science degree in business administration from the California State University at Humboldt and received an MBA from St. Bonaventure University in Olean, New York.

Exhibit F-1

Current Financial Statements

ACN Communication Services, Inc. submits, under Seal as Confidential, the December 31, 2001 and 2000 audited financial statements of American Communications Network, Inc. and Subsidiaries, its parent company.

Exhibit F-2

Projected Financial Statements

ACN Communication Services, Inc. submits projected financial statements, under Seal as Confidential.

Exhibit F-3

Projected Capital Expenditures

ACN Communication Services, Inc. does not anticipate nor is the Company budgeting for capital expenditures for expanded operations in Tennessee or in any other state. The Company offers local exchange service via the ILEC Unbundled Network Element Platform (UNE-P) which does not require such expenditures.

Exhibit G

Small & Minority-Owned Telecommunications Business Participation Plan

**TENNESSEE
SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

**SUBMITTED TO
TENNESSEE REGULATORY AUTHORITY**

BY

ACN Communication Services, Inc., ("ACN")

**SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

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**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

1. PURPOSE

- 1.1 This small and minority-owned telecommunications business participation plan ("Plan") is submitted by the Applicant as required by T.C.A. §65-5-212.
- 1.2 The administration of this Plan is the responsibility of the Applicant.

2. DEFINITIONS

- 2.1 The Applicant is a private corporation who resells interexchange telecommunication services of in the state of Tennessee. They are based in Oak Park, Michigan and have no employees, property, or equipment in Tennessee at this time.
- 2.2 As a competitive vendor of telecommunications service, the Applicant is non-dominant in its industry. The nature of the Applicant's business limits their opportunity to support the use of Small and Minority Business in Tennessee. However, let the submission of this Plan evidence their desire to participate as practically possible.
- 2.3 Small and Minority Business - For the purpose of this Plan, "minority business" means a business that is solely owned, or at least fifty-one (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000) per T.C.A. §65-5-212.

**3. APPLICANT'S RESPONSIBILITY FOR SMALL AND MINORITY-OWNED
TELECOMMUNICATION BUSINESS PARTICIPATION PLAN AND POLICY
STATEMENT**

- 3.1 The Applicant intends to afford Small and Minority-Owned Telecommunications Businesses the maximum practicable opportunity to participate in the performance of contracts in accordance with T.C.A. §65-5-212.
- 3.2 The Applicant is a reseller of telecommunications service whose business operations include:
 - (a) Sale and Marketing of Telecommunications Services
 - (b) Customer Care
 - (c) The Applicant uses vendors and suppliers to support their reseller business in the following areas:
 - Telecommunications Service Providers
 - Sales Agents of Telecommunications Services
 - Telecommunications Billing and Collection Services
- 3.3 Daniel Crowley, Vice President - Finance would coordinate Small and Minority-Owned Telecommunications Business referrals.
- 3.4 Initial Small and Minority-Owned Telecommunications Business contacts for the Applicant would be made through their Coordinator who will seek to identify and include firms in Tennessee through the Department of Economic and Community Development's office of Minority Business Enterprise and Small Business office.

4. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN PERIOD OF EFFECTIVENESS

- 4.1** The Applicant will maintain a pro-active and continuous approach toward inclusion of such firms in their supplier base. Consequently, their Plan and the associated duties and activities would not have a fixed time period for effective, but rather represent The Applicant's ongoing policies and procedures. The Applicant has no physical presence in Tennessee. When and if their business condition changes in Tennessee, the effectiveness of this Plan would be enhanced.

5. PLAN ADMINISTRATION

5.1 The Applicant's Plan Administrator is:

Daniel Crowley, Vice President - Finance
ACN Communication Services, Inc.
32991 Hamilton Court
Farmington Hills, Michigan 48333
Telephone: 248-699-4000
Facsimile: 248-489-5917
Toll Free: 888-226-9013

- 5.2** The Administrator manages the Plan, as described below in the Administrator's duties. The Administrator has direct interface with procurement personnel, contract administrators, and program and project personnel to ensure compliance with the provisions of the Plan.

- 5.3** The Administrator's specific job duties, as they relate to this Plan and the Applicant's business operations in the state of Tennessee, are as follows:

- (a) Developing and maintaining the Applicant's Supplier Master List which would include a listing of Small and Minority-Owned Telecommunications Businesses in Tennessee who are deemed eligible to be suppliers for the Applicant.
- (b) Reviewing the Applicant policies and procedures in to ensure that Small and Minority-Owned Telecommunications Businesses in Tennessee have an equitable opportunity to be awarded contracts when possible.
- (c) Allowing for inclusion of Small and Minority-Owned Telecommunications Businesses in those solicitations for products or service which they are capable of providing.
- (d) Coordinating activities during the conduct of any compliance review by Tennessee state agencies.
- (e) Preparing and submitting periodic contracting reports as required.

6. PLAN TO ASSURE EQUITABLE OPPORTUNITY

6.1 The Administrator shall ensure that appropriate source listings and services are properly utilized in support of the Plan. Sources/listings include but are not limited to the following:

- (a) The Applicant approved Master Supplier List.
- (b) Sourcing information received from the Department of Economic and Community Development's Office of Minority Business Enterprise and Small Business Office in Nashville.

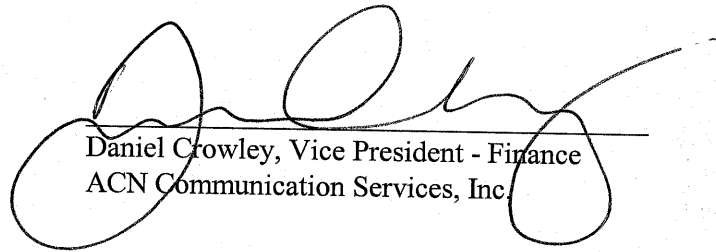
6.2 Outreach efforts will be made as follows:

- (a) The Administrator shall cultivate and maintain a relationship with the Community Development's Office of Minority Business Enterprise and Small Business Office in an effort to locate and qualify capable Small and Minority-Owned Telecommunications Businesses for participation in contracting opportunities.
- (b) The Administrator shall ensure that the Applicant provides adequate and timely consideration of the potentialities of Small and Minority-Owned Telecommunications Businesses in "make-or-buy" decisions.
- (c) The Administrator shall ensure that the Applicant counsels and discusses contracting opportunities with representatives of Small and Minority-Owned Telecommunications Businesses.
- (d) The Administrator shall ensure that the Applicant offers assistance to Small and Minority-Owned Telecommunications Businesses to explain the following:

Requests for quotations, progress payments, technical and quality assurance programs, advice on types of business typically being contracted, and the mechanics of procurement requirements and quality expectations.

7. PLAN REPORTING

- 7.1** The Applicant will submit such periodic reports and cooperate in those studies or surveys as may be required to determine the extent of compliance with this Plan.
- 7.2** The Applicant Supplier Master List will identify Small and Minority-Owned Telecommunications Businesses in Tennessee. The Supplier Master List shall be utilized in identifying potential contractors.



Daniel Crowley, Vice President - Finance
ACN Communication Services, Inc.

Exhibit H

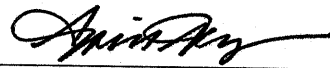
Notice of Filing

CERTIFICATE OF SERVICE

1. Ardmore Telephone Company, Inc.
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
2. BellSouth Telecommunications, Inc.
333 Commerce Street
Nashville, TN 37201-3300
3. CenturyTel of Adamsville
PO Box 405
116 Oak Street
Adamsville, TN 38310
4. CenturyTel of Claiborne
PO Box 100
507 Main Street
New Tazewell, TN 37825
5. CenturyTel of Ooltewah-Collegedale
PO Box 782
5616 Main Street
Ooltewah, TN 37363
6. Citizens Telecommunications Company
of Tennessee
PO Box 770
300 Bland Street
Bluefield, WV 24701
7. Citizens Telecommunications Company
of the Volunteer State
P.O. Box 770
300 Bland Street
Bluefield, WV 24701
8. Loretto Telephone Company, Inc.
P.O. Box 130
Loretto, TN 38469
9. Millington Telephone Company, Inc.
4880 Navy Road
Millington, TN 38053
10. Sprint-United
112 Sixth Street
Bristol, TN 37620
11. TDS Telecom-Concord Telephone
Exchange, Inc.
PO Box 22610
701 Concord Road
Knoxville, TN 37933-0610
12. TDS-Telecom-Humphreys County
Telephone Company
PO Box 552
203 Long Street
New Johnsonville, TN 37134-0552
13. TDS Telecom-Tellico Telephone Company
PO Box 9
102 Spence Street
Tellico Plains, TN 37385-0009
14. TDS Telecom-Tennessee Telephone
Company
P.O. Box 18139
Knoxville, TN 37928-2139
15. TDS-Crockett Telephone Company, Inc.
PO Box 7
Friendship, TN 38034
16. TEC-People's Telephone Company, Inc.
PO Box 310
Erin, TN 37061
17. TEC-West Tennessee Telephone
Company, Inc.
P.O. Box 10
244 E Main Street
Bradford, TN 38316
18. United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of ACN Communication Services, Inc. local application upon the enclosed listing of incumbent LECs operating in the State of Tennessee, by mailing such copy by first class mail, postage prepaid.



Boult, Cummings, Connors & Berry PLC
414 Union Street, Suite 1600
Nashville, TN 37219

This 16th day of June 2003

Exhibit I

Toll Dialing Parity Plan

**ACN Communication Services, Inc.
IntraLATA Toll Dialing Parity Plan
For Tennessee**

1. Purpose

In compliance with FCC Order 96-333,38, ACN Communication Services, Inc. ACN Communication Services, Inc. ("CAN") hereby files its plan for implementing IntraLATA Toll Dialing Parity. The intent of this Plan is to provide a proposal that, upon implementation, would provide customers the ability to select the telecommunications carrier of their choice for routing their intraLATA toll calls.

ACN will be following their established guidelines and procedures for implementation of intraLATA Parity of toll calls.

2. Implementation Date and Areas of Availability

Upon commencement of service, ACN will offer 2-PIC service in all BellSouth states including Tennessee.

For services provided via a ACN switch, all switchlines will offer 2-PIC capability.

3. Method of Selection Process and costs

ACN will follow the 2-PIC strategy established by BellSouth. With the 2-PIC methodology, customers will be able to presubscribe to one telecommunications carrier for interLATA toll calls and presubscribe to the same or different carrier, including their existing local exchange company, for all intraLATA toll calls.

Existing Customers

ACN has no existing customers in Tennessee. ACN proposes to provide intraLATA equal access as a feature of the company's Tennessee local exchange service upon launch of that service. Therefore, no notification to existing Customers is required. Existing customers have a 90-day grace period to make a free intraLATA presubscription selection. No charge applies to carrier changes made within this time limit.

New Customers

Processes will be in place to provide new customers with an opportunity to choose their intraLATA toll carrier from a list of available carriers. The list of intraLATA toll carriers, including ACN, will be presented in a competitively neutral manner to new customers who do not make a positive choice for an intraLATA carrier. Customers who do not choose a carrier for intraLATA toll calls will be identified as a "no-PIC" and will have to dial an access code to make intraLATA calls. New customers will have 30 days from the date they order local exchange service to make their free selection. No charge applies to PIC selections made within this time limit. After the time limit expires, the tariffed rate of \$5.00 for PIC changes will apply.

4. Customer Notifications

Customers will be advised the opportunity to choose an intraLATA toll carrier separate from their interLATA carrier at the time they place an order initiating service. They will also be advised that they may choose a carrier other than their local exchange carrier and that a list of available intraLATA toll carriers is available upon request from customer service. ACN also believes that promotional material by other carriers will make customers aware of the choices available to them.

Cost Recovery

ACN does not anticipate any charges from BellSouth to implement their Parity Plan and therefore, will not be assessing the customer any additional charges.

Miscellaneous Items

Slamming - ACN will be subject to rules relating to slamming as indicated in Tennessee Regulatory Authority Rule 1220-4-2-. 56, Sections (2) B (19) and 1220-4-2.58, Sections (1)-(16).

Nondiscriminatory Access B ACN will provide nondiscriminatory access for their customers, including any Resellers, as it relates to access of telephone numbers; operator assistance; directory assistance; and directory listings.

Rules B ACN will fully comply with all rules and regulations set forth by the FCC and the TRA.

ACN has no applicable rules.

LATA Associations

Area	LATA	Prefix
Tennessee	Memphis	468
	Nashville	470
	Chattanooga	472
	Knoxville	474

Exchange Coverage for Services

423-207	423-336	423-480	423-584	423-717	423-886	615-219	615-313	615-395	615-599
423-208	423-337	423-481	423-585	423-718	423-892	615-220	615-314	615-399	615-604
423-209	423-338	423-482	423-586	423-719	423-893	615-221	615-315	615-401	615-612
423-212	423-339	423-483	423-587	423-733	423-894	615-222	615-316	615-402	615-631
423-213	423-344	423-485	423-588	423-744	423-899	615-223	615-317	615-406	615-643
423-215	423-345	423-487	423-590	423-745	423-902	615-226	615-319	615-407	615-646
423-217	423-351	423-488	423-594	423-746	423-903	615-227	615-320	615-412	615-650
423-219	423-354	423-490	423-595	423-751	423-904	615-228	615-321	615-415	615-654
423-220	423-358	423-493	423-599	423-752	423-905	615-230	615-322	615-416	615-660
423-221	423-359	423-494	423-602	423-755	423-906	615-231	615-323	615-417	615-661
423-222	423-365	423-495	423-603	423-756	423-907	615-232	615-325	615-418	615-662
423-226	423-373	423-496	423-605	423-757	423-908	615-234	615-327	615-419	615-664
423-227	423-374	423-499	423-608	423-763	423-909	615-235	615-329	615-421	615-665
423-228	423-376	423-501	423-609	423-766	423-916	615-237	615-330	615-426	615-672
423-231	423-379	423-504	423-613	423-769	423-918	615-239	615-331	615-428	615-673
423-235	423-380	423-507	423-614	423-774	423-919	615-240	615-332	615-430	615-696
423-237	423-382	423-509	423-616	423-775	423-920	615-241	615-333	615-432	615-702
423-240	423-386	423-510	423-617	423-778	423-921	615-242	615-335	615-441	615-708
423-248	423-387	423-513	423-618	423-780	423-923	615-244	615-336	615-443	615-714
423-250	423-389	423-514	423-619	423-784	423-924	615-248	615-337	615-444	615-717
423-255	423-395	423-515	423-622	423-785	423-927	615-251	615-340	615-445	615-720
423-258	423-397	423-516	423-623	423-802	423-932	615-252	615-341	615-446	615-726
423-263	423-403	423-517	423-624	423-804	423-933	615-253	615-342	615-449	615-731
423-265	423-408	423-521	423-625	423-805	423-942	615-254	615-343	615-451	615-733
423-266	423-413	423-522	423-629	423-806	423-954	615-255	615-344	615-452	615-734
423-267	423-414	423-523	423-631	423-809	423-961	615-256	615-347	615-453	615-735
423-268	423-417	423-524	423-632	423-810	423-970	615-257	615-350	615-457	615-736
423-269	423-420	423-525	423-633	423-814	423-971	615-258	615-351	615-458	615-737
423-272	423-425	423-527	423-634	423-818	423-974	615-259	615-352	615-459	615-740
423-275	423-426	423-531	423-637	423-819	423-977	615-262	615-353	615-460	615-741
423-280	423-428	423-539	423-642	423-821	423-980	615-264	615-354	615-463	615-742
423-281	423-429	423-540	423-645	423-822	423-981	615-269	615-355	615-476	615-743
423-284	423-430	423-541	423-656	423-825	423-982	615-271	615-356	615-477	615-744
423-285	423-435	423-544	423-658	423-827	423-983	615-272	615-360	615-478	615-746

423-289	423-436	423-545	423-661	423-837	423-984	615-274	615-361	615-481	615-747
423-290	423-442	423-546	423-667	423-842	423-985	615-275	615-365	615-482	615-748
423-296	423-448	423-549	423-670	423-843	423-986	615-279	615-366	615-483	615-749
423-301	423-450	423-550	423-673	423-846	423-987	615-282	615-367	615-494	615-763
423-304	423-451	423-558	423-674	423-847	423-988	615-284	615-370	615-504	615-770
423-309	423-452	423-559	423-681	423-850	423-991	615-291	615-371	615-505	615-771
423-310	423-453	423-562	423-686	423-855	423-992	615-292	615-372	615-508	615-778
423-312	423-457	423-563	423-687	423-856	423-993	615-295	615-373	615-512	615-780
423-315	423-458	423-564	423-688	423-867	423-995	615-297	615-374	615-513	615-781
423-317	423-463	423-565	423-689	423-869	423-996	615-298	615-376	615-516	615-782
423-318	423-470	423-566	423-690	423-870	615-201	615-299	615-377	615-518	615-783
423-321	423-471	423-567	423-691	423-873	615-202	615-302	615-382	615-519	615-789
423-326	423-472	423-570	423-692	423-874	615-206	615-303	615-383	615-524	615-790
423-327	423-473	423-573	423-693	423-875	615-207	615-304	615-384	615-531	615-791
423-329	423-475	423-577	423-694	423-876	615-210	615-305	615-385	615-532	615-792
423-330	423-476	423-579	423-697	423-877	615-214	615-307	615-386	615-542	615-794
423-332	423-478	423-581	423-698	423-882	615-217	615-308	615-390	615-591	615-797
423-334	423-479	423-583	423-701	423-883	615-218	615-309	615-391	615-595	615-799
615-804	615-929	901-278	901-380	901-494	901-605	901-738	901-831	931-358	931-638
615-806	615-930	901-279	901-381	901-495	901-606	901-743	901-832	931-359	931-639
615-812	615-936	901-282	901-382	901-496	901-607	901-744	901-833	931-362	931-645
615-813	615-943	901-285	901-383	901-497	901-608	901-745	901-834	931-363	931-647
615-816	615-944	901-286	901-384	901-521	901-609	901-746	901-836	931-379	931-648
615-817	615-948	901-287	901-385	901-522	901-610	901-747	901-850	931-380	931-659
615-821	615-951	901-288	901-386	901-523	901-612	901-748	901-853	931-381	931-670
615-822	615-952	901-301	901-387	901-524	901-613	901-749	901-854	931-387	931-680
615-824	615-957	901-307	901-388	901-525	901-614	901-751	901-855	931-388	931-682
615-826	615-960	901-309	901-391	901-526	901-616	901-752	901-861	931-389	931-684
615-830	615-963	901-320	901-392	901-527	901-617	901-753	901-867	931-393	931-685
615-831	615-969	901-321	901-395	901-528	901-618	901-754	901-877	931-413	931-703
615-832	615-972	901-323	901-396	901-529	901-624	901-755	901-878	931-424	931-723
615-833	615-973	901-324	901-397	901-531	901-627	901-756	901-884	931-425	931-728
615-834	615-974	901-325	901-398	901-532	901-635	901-757	901-885	931-433	931-729
615-835	615-975	901-327	901-399	901-533	901-637	901-758	901-886	931-438	931-759
615-837	615-978	901-329	901-412	901-534	901-638	901-759	901-887	931-454	931-762
615-838	901-209	901-330	901-413	901-535	901-639	901-761	901-922	931-455	931-764
615-847	901-213	901-332	901-418	901-536	901-640	901-762	901-925	931-461	931-766
615-848	901-216	901-335	901-421	901-537	901-641	901-763	901-926	931-465	931-796
615-849	901-220	901-336	901-422	901-538	901-642	901-764	901-934	931-468	931-801
615-851	901-221	901-337	901-423	901-539	901-644	901-765	901-935	931-469	931-808
615-855	901-222	901-340	901-424	901-541	901-645	901-766	901-937	931-486	931-827
615-859	901-223	901-344	901-425	901-542	901-646	901-767	901-942	931-487	931-840
615-860	901-224	901-345	901-426	901-543	901-648	901-769	901-946	931-489	931-857
615-862	901-226	901-346	901-427	901-544	901-658	901-771	901-947	931-490	931-905
615-865	901-227	901-348	901-433	901-545	901-659	901-772	901-948	931-503	931-906
615-867	901-229	901-352	901-434	901-546	901-660	901-773	901-954	931-527	931-920
615-868	901-231	901-353	901-441	901-547	901-661	901-774	901-967	931-540	931-937
615-870	901-233	901-354	901-442	901-550	901-663	901-775	901-968	931-551	931-962
615-871	901-235	901-355	901-444	901-552	901-664	901-777	901-976	931-552	931-964
615-872	901-237	901-356	901-447	901-561	901-668	901-779	901-983	931-553	931-967

615-874	901-241	901-357	901-448	901-565	901-678	901-783	901-986	931-560	931-968
615-876	901-242	901-358	901-452	901-566	901-680	901-784	901-987	931-561	931-980
615-880	901-244	901-360	901-454	901-568	901-681	901-785	901-988	931-572	931-987
615-882	901-245	901-362	901-458	901-569	901-682	901-786	901-989	931-580	
615-883	901-246	901-363	901-465	901-570	901-683	901-787	931-206	931-582	
615-884	901-253	901-365	901-466	901-572	901-684	901-788	931-212	931-583	
615-885	901-254	901-366	901-475	901-573	901-685	901-789	931-215	931-598	
615-886	901-256	901-367	901-476	901-574	901-686	901-790	931-216	931-607	
615-889	901-258	901-368	901-481	901-575	901-692	901-794	931-220	931-619	
615-890	901-262	901-369	901-482	901-576	901-703	901-795	931-221	931-622	
615-893	901-263	901-370	901-483	901-577	901-721	901-797	931-224	931-623	
615-895	901-264	901-371	901-484	901-578	901-722	901-803	931-232	931-624	
615-896	901-265	901-372	901-485	901-579	901-723	901-818	931-235	931-625	
615-898	901-266	901-373	901-486	901-580	901-724	901-820	931-270	931-626	
615-902	901-267	901-374	901-487	901-581	901-725	901-821	931-281	931-627	
615-904	901-268	901-375	901-488	901-583	901-726	901-824	931-285	931-628	
615-907	901-269	901-376	901-489	901-584	901-728	901-825	931-290	931-629	
615-912	901-272	901-377	901-490	901-593	901-729	901-826	931-296	931-632	
615-918	901-274	901-378	901-491	901-603	901-734	901-827	931-318	931-636	
615-923	901-276	901-379	901-493	901-604	901-737	901-828	931-326	931-637	

Exhibit J

Prefiled Testimony

BEFORE THE CORPORATION COMMISSION
OF THE STATE OF TENNESSEE

In the Matter of
ACN Communication Services, Inc.
For a Certificate to Provide Competing
Local Exchange Telecommunications Services

)
)
)
)

TRA Docket No. _____

Testimony of John Tassone, Senior Director of Local Service Development

on behalf of

ACN Communication Services, Inc.

1 I, John Tassone, do hereby testify as follows in support of the application of ACN Communication Services,
2 Inc. ("ACN") for a Certificate of Convenience and Necessity as a competing telecommunications service
3 provider to provide facilities-based local exchange and exchange access telecommunications services
4 throughout the State of Tennessee.
5

6 **Q. Please state your name, title and business address.**

7 A. My name is John Tassone. My business address is 2440 Ridgeway Avenue, Rochester, New York,
8 14626. My telephone number is 585-720-1700.
9

10 **Q. On whose behalf are you testifying in this proceeding?**

11 A. I am testifying on behalf of ACN Communication Services, Inc., the Applicant in this Cause.
12

13 **Q. What is your position and responsibilities with ACN Communication Services, Inc.?**

14 A. I am Senior Director of Local Service Development for ACN Communication Services, Inc. I handle
15 the technical, financial and managerial dealings of the company.
16

17 **Q. Please describe your previous professional experience.**

18 A. I have over twenty years of experience in managing service operations, ten years of which have been
19 dedicated to the telecommunications industry. Prior to ACN I was employed by Rochester
20 Telephone/Frontier/Global Crossing. My experience in telecommunications operations management
21 includes positions as Manager-Cable Construction, Manager-Cable Repair, Manager-Customer
22 Service, Director-Consumer Market Operations, Director-Operator Service, Vice President-Customer
23 Service and Vice President-Operations Improvement. I earned a B.S. in Engineering from Cornell
24 University, an M.B.A. with a concentration in Operations Management from the University of
25 Rochester and an M.A. in Theology from Roberts Wesleyan College. I am a board member of the
26 Western New York Better Business Bureau.
27

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2 **Q. What is the purpose of your testimony?**

3 A. This testimony has been filed to answer the question for this Commission as to whether ACN
4 Communication Services, Inc. ("ACN") is technically, financially, and managerially capable to
5 provide the services it proposes in Tennessee.
6

7 **Q. Are all Statements in ACN's application true and correct to the best of your knowledge,**
8 **information and belief?**

9 A. Yes. I have reviewed the complete application package and believe it to be true and correct to the
10 best of my knowledge, information and belief.
11

12 **Q. Is ACN authorized to do business in Tennessee?**

13 A. Yes. ACN received a Certificate of Authority from the Tennessee Secretary of State dated November
14 24, 1999 authorizing it to do business in Tennessee as a foreign corporation. The company remains
15 in good standing in the state of Tennessee. A copy of the Certificate of Authority was attached as
16 Exhibit D to the Company's Application.
17

18 **Q. Please describe the authority for which ACN has applied in Tennessee.**

19 A. ACN is asking that the Commission issue a Certificate of Public Convenience and Necessity
20 authorizing ACN to provide facilities-based local exchange and exchange access services in
21 Tennessee.
22

23 **Q. In what geographic area does ACN request authority to provide local exchange services?**

24 A. ACN initially intends to offer service in the area presently served by BellSouth.
25
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2 **Q. Please describe ACN's managerial qualifications.**

3 A. ACN has the managerial resources necessary to provide customers in the State of Tennessee with
4 high quality telecommunications services. The members of ACN's senior management team have
5 extensive management and telecommunications experience. ACN is guided by Charles Barker, its
6 Chief Executive Officer - North America. Exhibit E of the Company's Application provides
7 biographies for the ACN management team that demonstrates ACN's managerial expertise to provide
8 the services for which authority is requested.
9

10 **Q. Please describe ACN's technical qualifications.**

11 A. The senior management team of ACN has a varied and detailed background in telecommunications.
12 In addition, ACN has experience offering local exchange services on a facilities-basis in California,
13 Michigan, Ohio, and Texas. Since all elements of the network, including lines, switches and
14 interconnection are to be provided by BellSouth, ACN will rely on the engineers of BellSouth to
15 construct and maintain its network services.
16

17 **Q. Is ACN financially qualified to provide the local exchange services it proposes within**
18 **Tennessee?**

19 A. Yes. ACN has ample resources to develop, implement and operate its proposed Tennessee network
20 and provide the services for which authority is requested. The Company is not planning to install any
21 plant or equipment in the state. Serving additional markets via UNE-P does not require any capital
22 investment. The incremental cost of expansion is minimal. The Company has submitted its financial
23 statements for year-end 2000 and 2001 as confidential.
24
25

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2 **Q. Please describe the types of services that ACN will offer in Tennessee.**

3 A. ACN will provide local exchange service and custom calling features to residential and business
4 customers. Local exchange service will allow customers to purchase interLATA and intraLATA
5 services at competitive rates.
6

7 **Q. Will ACN offer service to all consumers within its service area?**

8 A. Yes. The Company will offer its services to residential and business customers.
9

10 **Q. Will ACN's proposed local exchange tariff contain all material terms and conditions applicable**
11 **to its provisioning of local exchange services?**

12 A. Yes. All applicable terms, including those required by the Commission, will be set for in the
13 Company's tariff. ACN understands that it will be necessary for it to obtain Commission approval
14 of its local exchange tariff prior to providing such services in Tennessee.
15

16 **Q. What facilities will ACN use to provide its proposed services?**

17 A. ACN will offer services through a UNE-P arrangement with BellSouth.
18

19 **Q. Does ACN currently offer service in Tennessee?**

20 A. Yes, ACN is a long distance reseller in the state under Docket No. 00-00043.
21

22 **Q. How will ACN handle customer service matters?**

23 A. ACN will provide comprehensive support services to its customers. Customer service is available
24 24 hours a day, 7 days per week through trained representatives. The toll free telephone number is
25 888-226-9013.
26
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1
2 **Q. Does ACN currently offer service in other jurisdiction?**

3 A. Yes. ACN is authorized to provide resold long distance telecommunications service in all states
4 except Alaska. Applicant has authority to provide local telecommunications services in California,
5 Florida, Georgia, Maryland, Michigan, New York, North Carolina, Ohio, Pennsylvania and Texas.
6 The company has local applications pending in Arizona, Illinois, Missouri, Washington DC and
7 Utah.
8

9 **Q. Does ACN plan to offer local exchange telecommunications services in areas served by any**
10 **incumbent local exchange telephone company with fewer than 100,000 access lines?**

11 A. No. ACN will offer service in the territory currently served by BellSouth.
12

13 **Q. Briefly describe how approval of ACN's Application is in the public interest.**

14 A. Granting ACN's application will introduce a telecommunications service provider committed to
15 providing high quality, innovative, and technologically advanced services that will further increase
16 telecommunications competition within the State of Tennessee. ACN's network will utilize state-of-
17 the art technology. ACN's service offerings will increase consumer choice, improve the quality and
18 efficiency in telecommunications services and will likely lead to the reduction of consumer costs,
19 as well as stimulate development of additional services by providing competitive incentives to other
20 providers. While Tennessee has experienced some of the benefits of competition, such competition
21 has been mainly for large business customers. ACN plans to bring the benefits of meaningful local
22 exchange competition to Tennessee's residential and business consumers. Thus, granting ACN's
23 application is in the public interest.
24
25

Q. Does ACN intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A. Yes. ACN intends to comply with all TRA rules, statutes and orders pertaining to the provisioning of telecommunications services in Tennessee, including those for disconnection and reconnection of service.

Q. Has any state ever denied or revoked ACN's authorization to provide intrastate service?

A. No.

Q. Has ACN ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A. No.

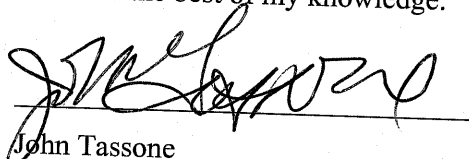
Q. Who is knowledgeable about ACN's operations and will serve as the company's regulatory contact?

A. Lisa Lezotte, Legal Affairs Manager will serve as the Company's regulatory contact.

Q. Does this conclude your testimony at this time?

A. Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



John Tassone
Senior Director of Local Service Development
ACN Communication Services, Inc.

Notary Public

State of Michigan, County of

Jim. Lezotte
Wayne

My Commission expires:

Jul 24, 2004